

**SMARTALK**

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REGULATORY AUTH. March 30, 1999

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OFFICE OF THE  
EXECUTIVE SECRETARY

Ms. Carol Timberlake  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re: SmarTalk TeleServices  
Case No. 95-03091

99-00/56

Dear Ms. Timberlake:

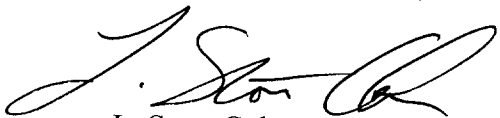
On January 19, 1999, SmarTalk TeleServices and its subsidiaries (collectively, "SmarTalk") filed a Chapter 11 Petition in Bankruptcy with the United States Bankruptcy Court for the District of Delaware, docketed as *Worldwide Direct Inc. et al, Case Nos. 99-108 through 99-127 (MFW)*. At the same time, AT&T and SmarTalk entered into an Asset Purchase Agreement, whereby AT&T would purchase substantially all of the assets of SmarTalk, including, but not limited to, the prepaid calling card obligations of SmarTalk to its end users.

Accordingly, and in conjunction with the *Petition of AT&T For Permission To Acquire Property Of SmarTalk TeleServices, Inc. and Certain Subsidiaries Pursuant to T.C.A. Section 65-4-112*, SmarTalk hereby requests that the Commission withdraw its Certificate of Public Convenience and Necessity, granted under Case No. 95-03091, on October 13, 1995. Such withdrawal should be coincident with the Closing Date, expected to be April 1, 1999.

An original and two (2) copies of this letter are enclosed. Please date-stamp and return the extra copy in the self-addressed, stamped envelope.

Should you have any questions regarding this matter, please do not hesitate to contact me at (614) 789-8611, or our regulatory counsel, George Rebensdorf, at (949) 766-6710.

Respectfully Submitted,



L. Scott Cohen  
Manager - Legal Information Services